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Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:
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Debtors.	:
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Chapter 11 Case No.
08-13555 (JMP)
(Jointly Administered)

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In re	:
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LB SOMERSET LLC,	:
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Debtor.	:
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	:
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Chapter 11 Case No.
09-17503 (JMP)

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In re	:
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LB PREFERRED SOMERSET LLC,	:
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	:
Debtor.	:
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Chapter 11 Case No.
09-17505 (JMP)

**DEBTORS' MOTION PURSUANT TO RULE 1015(b)
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE
REQUESTING JOINT ADMINISTRATION OF THE CHAPTER 11
CASES OF LB SOMERSET LLC AND LB PREFERRED SOMERSET LLC**

TO THE HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE:

Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the “Debtors” and, collectively with their non-debtor affiliates, “Lehman”), file this Motion and respectfully represent:

Background

1. Commencing on September 15, 2008 and periodically thereafter (as applicable, the “Commencement Date”), LBHI and certain of its subsidiaries commenced with this Court voluntary cases under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). Other than the cases of LB Somerset LLC and LB Preferred Somerset LLC (collectively, the “Somerset Entities”), which were commenced on December 21, 2009, the Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On September 17, 2008, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed the statutory committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the “Creditors’ Committee”).

3. Additional information regarding the Debtors’ businesses, capital structures, and the circumstances leading to these chapter 11 filings is contained in the Affidavit of Ian T. Lowitt Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District

of New York in Support of First-Day Motions and Applications, filed on September 15, 2008 [Docket No. 2].

Jurisdiction

4. This Court has subject matter jurisdiction to consider and determine this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

Relief Requested

5. By this Motion, the Debtors request that the Court direct joint administration of the recently filed chapter 11 cases of the Somerset Entities (Case No. 09- _____ (JMP) and Case No. 09- _____ (JMP), respectively) with the jointly administered chapter 11 cases of Lehman Brothers Holdings Inc., *et. al.* (Case No. 08-13555 (JMP)) for procedural purposes only pursuant to Bankruptcy Rule 1015(b).

Basis for Relief Requested

6. Bankruptcy Rule 1015(b) provides, in relevant part, that if “two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). The Somerset Entities and the other Debtors are “affiliates” as that term is defined under section 101(2) of the Bankruptcy Code. Accordingly, this Court is authorized to grant the requested relief.

7. On the Commencement Date and periodically thereafter the Debtors commenced their chapter 11 cases, referenced above, by filing the appropriate petitions with this Court. Given the provisions of the Bankruptcy Code and the Bankruptcy Rules, as well as the Debtors’ affiliation, joint administration of these cases is warranted. Joint administration will avoid the preparation, replication, service, and filing, as applicable, of duplicative notices,

applications, and orders in the Somerset Entities cases in addition to the Debtors' other cases, thereby saving the Debtors' estates considerable expense and resources.

8. The relief requested will not adversely affect creditors' rights as this Motion requests that the Debtors' estates only be administratively consolidated, not substantively consolidated. Moreover, creditors of the Somerset Entities will be permitted to file claims against their estates. In fact, the reduced costs that will result from the joint administration of these cases will enhance the rights of all creditors. The relief requested will also relieve the Court of the burden of entering duplicative orders and maintaining duplicative files and dockets, and, similarly, simplify supervision of the administrative aspects of these chapter 11 cases by the U.S. Trustee.

9. The Debtors also seek the Court's direction that a notation substantially similar to the following notation be entered on the dockets of the Somerset Entities' cases to reflect the joint administration of these cases:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of LB Somerset LLC and LB Preferred Somerset LLC with all other cases jointly administered under **Case No. 08-13555 (JMP)**, and the docket of **Case No. 08-13555 (JMP)** should be consulted for all matters affecting these cases.

10. Finally, the Debtors seek authority to file the monthly operating reports required by the U.S. Trustee Operating Guidelines on a consolidated basis. Consolidated monthly operating reports will enhance the economy and efficiency of these cases without prejudice to any party in interest.

Notice

11. No trustee has been appointed in these chapter 11 cases. The Debtors have served notice of this Motion in accordance with the procedures set forth in the amended

order entered on February 13, 2009 governing case management and administrative procedures for these cases [Docket No. 2837] on (i) the U.S. Trustee; (ii) the attorneys for the Official Committee of Unsecured Creditors; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; and (vi) all parties who have requested notice in these chapter 11 cases. The Debtors submit that no other or further notice need be provided.

12. Other than in the motions seeking entry of an order directing the joint administration of the chapter 11 cases of the Debtors other than the Somerset Entities, no previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as is just.

Dated: December 22, 2009
New York, New York

/s/ Shai Y. Waisman
Shai Y. Waisman

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Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X		
In re	:	Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:	08-13555 (JMP)
Debtors.	:	(Jointly Administered)
	:	
	:	
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In re	:	Chapter 11 Case No.
LB SOMERSET LLC,	:	09-17503 (JMP)
	:	
Debtor.	:	
	:	
	:	
-----X		

-----X		
In re	:	Chapter 11 Case No.
LB PREFERRED SOMERSET LLC,	:	09-17505 (JMP)
	:	
Debtor.	:	
	:	
	:	
-----X		

**ORDER PURSUANT TO RULE 1015(b) OF
THE FEDERAL RULES OF BANKRUPTCY PROCEDURE
DIRECTING JOINT ADMINISTRATION OF THE CHAPTER 11
CASES OF LB SOMERSET LLC AND LB PREFERRED SOMERSET LLC**

Upon the motion, dated December 22, 2009 (the “Motion”), of the above referenced debtors (collectively, the “Debtors”), as debtors and debtors in possession, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), requesting the joint administration of the Debtors’ chapter 11 cases for procedural purposes only, as more fully described in the Motion; and the Court having

jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided in accordance with the procedures set forth in the amended order entered February 13, 2009 governing case management and administrative procedures [Docket No. 2837] to (i) the United States Trustee for the Southern District of New York; (ii) the attorneys for the Official Committee of Unsecured Creditors; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; and (vi) all parties who have requested notice in these chapter 11 cases, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that the above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court; and it is further

ORDERED that nothing contained in this Order shall be deemed or construed as directing or otherwise effecting the substantive consolidation of any of the above-captioned cases; and it is further

ORDERED that the caption of the jointly administered cases shall read as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11 Case No.
	:
LEHMAN BROTHERS HOLDINGS INC., et al.,	: 08-13555 (JMP)
	:
Debtors.	: (Jointly Administered)
	:
	:
-----X	

; and it is further

ORDERED that a docket entry shall be made in the chapter 11 cases of LB Somerset LLC and LB Preferred Somerset LLC substantially as follows:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of LB Somerset LLC and LB Preferred Somerset LLC with all other cases jointly administered under **Case No. 08-13555 (JMP)**, and the docket of **Case No. 08-13555 (JMP)** should be consulted for all matters affecting this case

; and it is further

ORDERED that the Debtors shall be permitted to file their monthly operating reports required by the United States Trustee Operating Guidelines on a consolidated basis.

Dated: January __, 2010
New York, New York

UNITED STATES BANKRUPTCY JUDGE